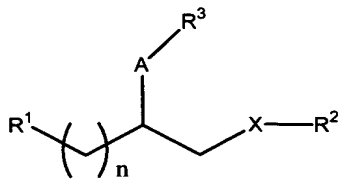
What is claimed is:

1. A compound of the Formula I:



Formula I

wherein

n is 1 or 2;

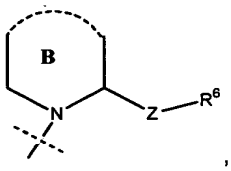
A is a divalent -CH=CH-, -(C_1-C_7-alkyl)-Y-, -$NR^d(CH_2)_t$-Y-, -Y-(C_1-C_7-alkyl)-, -Y-(C_1-C_7 alkyl)-, -Y-NH-, -Y-NR^d(C_1-C_6-alkyl)-, -S-, -$S(O)_2$-, -O-Y-, -Y-O-, -Y-S-, or -S-Y-, wherein R^d is H or C_1-C_6 alkyl, t is an integer from 0 to 5, Y is C(O), C(S), S(O), $S(O)_2$, or a bond;

X is a direct bond, CH_2, CF_2, O, S, NH, C(O), or C(S);

R^1 is a C_3-C_{10} cycloalkyl, 4-10 membered heterocycloalkyl, C_6-C_{10} aryl, or 4-10 membered heteroaryl group, wherein R^1 is unsubstituted or substituted with 1 to 4 R^{10} groups;

R^2 is -$S(O)_2OH$, -$S(O)_2NR^dR^e$, or -$P(O)(OR^4)_2$, wherein R^4 is an H, C_1-C_{10}-alkyl, C_6-C_{10} aryl, or -CH_2-O-C(O)R^eCH_3 group, R^d and R^e are each independently an H or C_1-C_6 alkyl group, and R^4 is unsubstituted or substituted with 1 to 4 R^{10} groups; and

R^3 is OH, C_1-C_7-alkyl, C_1-C_7-alkoxyl, C_6-C_{10} aryl, 4-10 membered heteroaryl, C_3-C_{10} cycloalkyl, 3-10 membered heterocycloalkyl, -$NH(R^5)$, or -$N(R^5)_2$ group, wherein R^5 is independently selected from H, C_1-C_7 alkyl, C_6-C_{10} aryl, or



wherein ring B is a 5- or 6-membered heterocycloalkyl group, Z is a divalent C(O)Z', heteroaryl or heterocycloalkyl group wherein Z' is a divalent O, S, NH, $N(CH_3)$, CO_2, or CH_2, and R^6 is H, C_1-C_{10} alkyl, aryl, C_1-C_6 alkyl-aryl, or arylalkyl group, wherein R^3, R^5, B and R^6 are unsubstituted or substituted with 1 to 4 R^{10} groups;

wherein each R^{10} is independently selected from halo, amino, =O, =S, =NH, cyano, nitro, hydroxyl, -SH, haloalkyl, 2-10 membered heteroalkyl, C_1-C_6 alkoxy, C_1-C_{10} alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, -$C(O)_jR^a$, -$OC(O)_jR^d$, -OC(O)OC(O)R^d, -OOH, -$C(NR^d)NR^bR^c$, -$NR^dC(NR^e)NR^bR^c$,

$-NR^dC(O)_jR^b$, $-C(O)NR^bR^c$, $-C(O)NR^dCOR^b$, $-OC(O)NR^bR^c$, $-NR^bR^c$, $-NR^dOR^c$, $-C(S)NR^bR^c$, $-NR^dC(S)NR^bR^c$, $-NR^dC(O)NR^bR^c$, -OSH, $-S(O)_jR^b$, $-OS(O)_jR^b$, $-SC(O)R^b$, $-S(O)_jC(O)OR^b$, $-SCOR^d$, $-NR^dSR^c$, $-SR^b$, $-NHS(O)_jR^b$, $-COSR^b$, $-C(O)S(O)_jR^b$, $-CSR^b$, $-CS(O)_jR^b$, -C(SO)OH, $-C(SO)_2OH$, $-NR^dC(S)R^c$, $-OC(S)R^b$, -OC(S)OH, $-OC(SO)_2R^b$, $-S(O)_jNR^bR^c$, $-SNR^bR^c$, $-S(O)NR^bR^c$, $-NR^dCS(O)_jR^c$, $-C(O)_j(CH_2)_tNR^d$-(4-10 membered heteroaryl), $-C(O)_j(CH_2)_tNR^d$(4-10 membered heterocycloalkyl), $-(CR^dR^e)_tCN$, $-(CR^d R^e)_t(C_3-C_{10}$ cycloalkyl), $-(CR^dR^e)_t(C_6-C_{10}$ aryl), $-(CR^dR^e)_t$(4-10 membered heterocycloalkyl), $-(CR^dR^e)_t$(4-10 membered heteroaryl), $-(CR^dR^e)_qC(O)(CR^dR^e)_t(C_3-C_{10}$ cycloalkyl), $-(CR^dR^e)_qC(O)(CR^dR^e)_t(C_6-C_{10}$ aryl), $-(CR^dR^e)_qC(O)(CR^dR^e)_t$(4-10 membered heterocycloalkyl), $-(CR^dR^e)_qC(O)(CR^dR^e)_t$(4-10 membered heteroaryl), $-(CR^dR^e)_tO(CR^dR^e)_q(C_3-C_{10}$ cycloalkyl), $-(CR^dR^e)_tO(CR^dR^e)_q(C_6-C_{10}$ aryl), $-(CR^dR^e)_tO(CR^dR^e)_q$(4-10 membered heterocycloalkyl), $-(CR^dR^e)_tO(CR^dR^e)_q$(4-10 membered heteroaryl), $-(CR^dR^e)_qSO_2(CR^dR^e)_t(C_3-C_{10}$ cycloalkyl), $-(CR^dR^e)_qSO_2(CR^dR^e)_t(C_6-C_{10}$ aryl), $-(CR^dR^e)_qSO_2(CR^dR^e)_t$(4-10 membered heterocycloalkyl), and $-(CR^dR^e)_qSO_2(CR^dR^e)_t$(4-10 membered heteroaryl), wherein R^a is selected from the group consisting of halo, hydroxyl, $-NR^dR^e$, C_1-C_{10} alkyl, haloalkyl, C_1-C_6 alkoxyl, R^b and R^c are independently selected from H, C_1-C_{10} alkyl, $-(CR^dR^e)_t(C_3-C_{10}$ cycloalkyl), $-(CR^dR^e)_t(C_6-C_{10}$ aryl), $-(CR^dR^e)_t$(4-10 membered heterocycloalkyl), and $-(CR^dR^e)_t$(4-10 membered heteroaryl), R^d and R^e are independently H or C_1-C_6 alkyl, j is an integer from 0 to 2, q and t are each independently an integer from 0 to 5, and 1 or 2 ring carbon atoms of the cyclic moieties of the foregoing R^{10} groups are unsubstituted or substituted with =O, and the alkyl, alkenyl, alkynyl, aryl and cyclic moieties of the foregoing R^{10} groups are unsubstituted or substituted with 1 to 3 substituents independently selected from halo, =O, cyano, nitro, $-(CR^dR^e)_tCN$, haloalkyl, 2-10 membered heteroalkyl, $-OR^b$, $-C(O)_jR^b$, $-NR^dC(O)R^b$, $-C(O)NR^bR^c$, $-NR^bR^c$, $-NR^bOR^c$, $-NR^dC(O)_jNR^bR^c$, $-NR^dC(O)_jR^bR^c$, $-OC(O)_jR^b$, $-OC(O)NR^bR^c$, $-SR^d$, C_1-C_{10} alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, $-(CR^dR^e)_t(C_3-C_{10}$ cycloalkyl), $-(CR^dR^e)_t(C_6-C_{10}$ aryl), $-(CR^dR^e)_t$(4-10 membered heterocycloalkyl), $-(CR^dR^e)_t$(4-10 membered heteroaryl), $-(CR^dR^e)_t(C_6-C_{10}$ aryl)-(C_1-C_6 alkyl); wherein t, R^b, R^c, R^d, R^e are as defined above;

or a pharmaceutically acceptable prodrug of said compound, pharmaceutically active metabolite of said compound, or pharmaceutically acceptable salt of said compound or metabolite.

2. A pharmaceutically acceptable salt according to claim 1.

3. A compound or pharmaceutically acceptable salt according to claim 1, wherein:

n is 1 or 2;

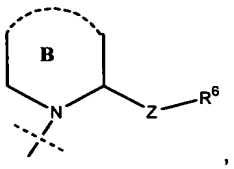
A is a divalent –NH-Y-, $-NR^d(CH_2)_t$-Y-, or -O-Y-, and Y is C(O) or $S(O)_2$;

X is a direct bond, CH_2, O, or S;

R^1 is a C_6-C_{10} aryl or 4-10 membered heteroaryl group unsubstituted or substituted with 1 to 4 R^{10} groups;

R^2 is $-S(O)_2OH$, or $-P(O)(OR^4)_2$, wherein R^4 is an H, C_1-C_{10} alkyl, or C_6-C_{10} aryl group, and is unsubstituted or substituted with 1 to 4 R^{10} groups; and

R^3 is a C_6-C_{10} aryl, 4-10 membered heteroaryl, -NH(C_6H_5), or



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wherein ring B is a 5- or 6-membered heterocycloalkyl group, Z is a divalent C(O)Z', heteroaryl or heterocycloalkyl group wherein Z' is a divalent O, S, NH, N(CH_3), CO_2, or CH_2, and R^6 is H or a C_1-C_{10} alkyl group, wherein R^3, B, and R^6 is unsubstituted or substituted with 1 to 4 R^{10} groups;

wherein each R^{10} is independently selected from halo, amino, =O, =S, =NH, cyano, nitro, hydroxyl, -SH, haloalkyl, 2-10 membered heteroalkyl, C_1-C_6 alkoxy, C_1-C_{10} alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, $-C(O)_jR^a$, $-OC(O)_jR^d$, -OOH, $-C(NR^d)NR^bR^c$, $-NR^dC(NR^e)NR^bR^c$, $-NR^dC(O)_jR^b$, $-C(O)NR^bR^c$, $-C(O)NR^dCOR^b$, $-OC(O)NR^bR^c$, $-NR^bR^c$, $-NR^dOR^c$, $-C(S)NR^bR^c$, $-NR^dC(S)NR^bR^c$, $-NR^dC(O)NR^bR^c$, -OSH, $-S(O)_jR^b$, $-OS(O)_jR^b$, $-SC(O)R^b$, $-S(O)_jC(O)OR^b$, $-SCOR^d$, $-NR^dSR^c$, $-SR^b$, $-NHS(O)_jR^b$, $-COSR^b$, $-C(O)S(O)_jR^b$, $-CSR^b$, $-CS(O)_jR^b$, -C(SO)OH, $-C(SO)_2OH$, $-NR^dC(S)R^c$, $-OC(S)R^b$, -OC(S)OH, $-OC(SO)_2R^b$, $-S(O)_jNR^bR^c$, $-SNR^bR^c$, $-S(O)NR^bR^c$, $-NR^dCS(O)_jR^c$, $-C(O)_j(CH_2)_tNR^d$-(4-10 membered heteroaryl), $-C(O)_j(CH_2)_tNR^d$(4-10 membered heterocycloalkyl), $-(CR^dR^e)_tCN$, $-(CR^d R^e)_t$(C_3-C_{10} cycloalkyl), $-(CR^dR^e)_t$(C_6-C_{10} aryl), $-(CR^dR^e)_t$(4-10 membered heterocycloalkyl), $-(CR^dR^e)_t$(4-10 membered heteroaryl), $-(CR^dR^e)_qC(O)(CR^dR^e)_t$($C_3$-$C_{10}$ cycloalkyl), $-(CR^dR^e)_qC(O)(CR^dR^e)_t$($C_6$-$C_{10}$ aryl), $-(CR^dR^e)_qC(O)(CR^dR^e)_t$(4-10 membered heterocycloalkyl), $-(CR^dR^e)_qC(O)(CR^dR^e)_t$(4-10 membered heteroaryl), $-(CR^dR^e)_tO(CR^dR^e)_q$(C_3-C_{10} cycloalkyl), $-(CR^dR^e)_tO(CR^dR^e)_q$(C_6-C_{10} aryl), $-(CR^dR^e)_tO(CR^dR^e)_q$(4-10 membered heterocycloalkyl), $-(CR^dR^e)_tO(CR^dR^e)_q$(4-10 membered heteroaryl), $-(CR^dR^e)_qSO_2(CR^dR^e)_t$($C_3$-$C_{10}$ cycloalkyl), $-(CR^dR^e)_qSO_2(CR^dR^e)_t$($C_6$-$C_{10}$ aryl), $-(CR^dR^e)_qSO_2(CR^dR^e)_t$(4-10 membered heterocycloalkyl), and $-(CR^dR^e)_qSO_2(CR^dR^e)_t$(4-10 membered heteroaryl), wherein R^a is selected from the group consisting of halo, hydroxyl, $-NR^dR^e$, C_1-C_{10} alkyl, haloalkyl, C_1-C_6 alkoxyl, R^b and R^c are independently selected from H, C_1-C_{10} alkyl, $-(CR^dR^e)_t$(C_3-C_{10} cycloalkyl), $-(CR^dR^e)_t$(C_6-C_{10} aryl), $-(CR^dR^e)_t$(4-10 membered heterocycloalkyl), and $-(CR^dR^e)_t$(4-10 membered heteroaryl), R^d and R^e are independently H or C_1-C_6 alkyl, j is an integer from 0 to 2, q and t are each independently an integer from 0 to 5, and 1 or 2 ring carbon atoms of the cyclic moieties of the foregoing R^{10} groups are unsubstituted or substituted with =O, and the alkyl, alkenyl, alkynyl, aryl and cyclic moieties of the foregoing R^{10} groups are unsubstituted or substituted with 1 to 3 substituents independently selected from halo, =O, cyano, nitro, $-(CR^dR^e)_tCN$, haloalkyl, 2-10 membered heteroalkyl, $-OR^b$, $-C(O)_jR^b$, $-NR^dC(O)R^b$, $-C(O)NR^bR^c$, $-NR^bR^c$, $-NR^bOR^c$, $-NR^dC(O)_jNR^bR^c$, $-NR^dC(O)_jR^bR^c$, $-OC(O)_jR^b$, $-OC(O)NR^bR^c$, $-SR^d$, C_1-C_{10} alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, $-(CR^dR^e)_t$(C_3-C_{10} cycloalkyl), $-(CR^dR^e)_t$(C_6-C_{10} aryl), $-(CR^dR^e)_t$(4-10 membered heterocycloalkyl), $-(CR^dR^e)_t$(4-10 membered

heteroaryl), -$(CR^dR^e)_t(C_6$-C_{10} aryl)-$(C_1$-C_6 alkyl); and wherein t, R^b, R^c, R^d, R^e are as defined above.

4. A compound or pharmaceutically acceptable salt according to claim 3, wherein:

n is 1;

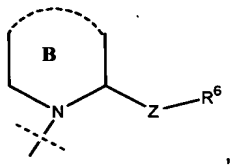
A is a divalent –NH-Y- or -O-Y-, wherein Y is C(O);

X is a direct bond, CH_2, or O;

R^1 is a C_6-C_{10} aryl group unsubstituted or substituted with 1 to 4 R^{10} groups;

R^2 is $-P(O)(OR^4)_2$, wherein R^4 is an H, C_1-C_{10} alkyl, or C_6-C_{10} aryl group, and is unsubstituted or substituted with 1 to 4 R^{10} groups; and

R^3 is a C_6-C_{10} aryl, 4-10 membered heteroaryl, or



wherein ring B is an unsubstituted 6-membered heterocycloalkyl, Z a divalent C(O)Z', Z' is a divalent O, S, or CH_2, and R^6 is a C_1-C_{10} alkyl group, wherein R^3, B and R^6 are unsubstituted or substituted with 1 to 4 R^{10} groups;

wherein each R^{10} is independently selected from halo, amino, =O, =S, =NH, cyano, nitro, hydroxyl, -SH, haloalkyl, 2-10 membered heteroalkyl, C_1-C_6 alkoxy, C_1-C_{10} alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, $-C(O)_jR^a$, $-OC(O)_jR^d$, $-OC(O)OC(O)R^d$, -OOH, $-C(NR^d)NR^bR^c$, $-NR^dC(NR^e)NR^bR^c$, $-NR^dC(O)_jR^b$, $-C(O)NR^bR^c$, $-C(O)NR^dCOR^b$, $-OC(O)NR^bR^c$, $-NR^bR^c$, $-NR^dOR^c$, $-C(S)NR^bR^c$, $-NR^dC(S)NR^bR^c$, $-NR^dC(O)NR^bR^c$, -OSH, $-S(O)_jR^b$, $-OS(O)_jR^b$, $-SC(O)R^b$, $-S(O)_jC(O)OR^b$, $-SCOR^d$, $-NR^dSR^c$, $-SR^b$, $-NHS(O)_jR^b$, $-COSR^b$, $-C(O)S(O)_jR^b$, $-CSR^b$, $-CS(O)_jR^b$, -C(SO)OH, $-C(SO)_2OH$, $-NR^dC(S)R^c$, $-OC(S)R^b$, -OC(S)OH, $-OC(SO)_2R^b$, $-S(O)_jNR^bR^c$, $-SNR^bR^c$, $-S(O)NR^bR^c$, $-NR^dCS(O)_jR^c$, $-C(O)_j(CH_2)_tNR^d$-(4-10 membered heteroaryl), $-C(O)_j(CH_2)_tNR^d$(4-10 membered heterocycloalkyl), $-(CR^dR^e)_tCN$, $-(CR^d\ R^e)_t(C_3$-C_{10} cycloalkyl), $-(CR^dR^e)_t(C_6$-C_{10} aryl), $-(CR^dR^e)_t$(4-10 membered heterocycloalkyl), $-(CR^dR^e)_t$(4-10 membered heteroaryl), $-(CR^dR^e)_qC(O)(CR^dR^e)_t(C_3$-$C_{10}$ cycloalkyl), $-(CR^dR^e)_qC(O)(CR^dR^e)_t(C_6$-$C_{10}$ aryl), $-(CR^dR^e)_qC(O)(CR^dR^e)_t$(4-10 membered heterocycloalkyl), $-(CR^dR^e)_qC(O)(CR^dR^e)_t$(4-10 membered heteroaryl), $-(CR^dR^e)_tO(CR^dR^e)_q(C_3$-$C_{10}$ cycloalkyl), $-(CR^dR^e)_tO(CR^dR^e)_q(C_6$-$C_{10}$ aryl), $-(CR^dR^e)_tO(CR^dR^e)_q$(4-10 membered heterocycloalkyl), $-(CR^dR^e)_tO(CR^dR^e)_q$(4-10 membered heteroaryl), $-(CR^dR^e)_qSO_2(CR^dR^e)_t(C_3$-$C_{10}$ cycloalkyl), $-(CR^dR^e)_qSO_2(CR^dR^e)_t(C_6$-$C_{10}$ aryl), $-(CR^dR^e)_qSO_2(CR^dR^e)_t$(4-10 membered heterocycloalkyl), and $-(CR^dR^e)_qSO_2(CR^dR^e)_t$(4-10 membered heteroaryl), wherein R^a is selected from the group consisting of halo, hydroxyl, $-NR^dR^e$, C_1-C_{10} alkyl, haloalkyl, C_1-C_6 alkoxyl, R^b and R^c are independently selected from H, C_1-C_{10} alkyl, $-(CR^dR^e)_t(C_3$-C_{10} cycloalkyl), $-(CR^dR^e)_t(C_6$-C_{10} aryl), $-(CR^dR^e)_t$(4-10 membered heterocycloalkyl), and $-(CR^dR^e)_t$(4-10 membered heteroaryl), R^d and R^e are independently H or

C_1-C_6 alkyl, j is an integer from 0 to 2, q and t are each independently an integer from 0 to 5, and 1 or 2 ring carbon atoms of the cyclic moieties of the foregoing R^{10} groups are unsubstituted or substituted with =O, and the alkyl, alkenyl, alkynyl, aryl and cyclic moieties of the foregoing R^{10} groups are unsubstituted or substituted with 1 to 3 substituents independently selected from halo, =O, cyano, nitro, $-(CR^dR^e)_tCN$, haloalkyl, 2-10 membered heteroalkyl, $-OR^b$, $-C(O)_jR^b$, $-NR^dC(O)R^b$, $-C(O)NR^bR^c$, $-NR^bR^c$, $-NR^bOR^c$, $-NR^dC(O)_jNR^bR^c$, $-NR^dC(O)_jR^bR^c$, $-OC(O)_jR^b$, $-OC(O)NR^bR^c$, $-SR^d$, C_1-C_{10} alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, $-(CR^dR^e)_t$(C_3-C_{10} cycloalkyl), $-(CR^dR^e)_t$(C_6-C_{10} aryl), $-(CR^dR^e)_t$(4-10 membered heterocycloalkyl), $-(CR^dR^e)_t$(4-10 membered heteroaryl), $-(CR^dR^e)_t$(C_6-C_{10} aryl)-(C_1-C_6 alkyl); and wherein t, R^b, R^c, R^d, R^e are as defined above.

5. A compound or pharmaceutically acceptable salt according to claim 4, wherein:

n is 1;

A is –NH-Y- or -O-Y-, wherein Y is C(O);

X is a direct bond, CH_2, or O;

R^1 is a C_6-C_{10} aryl group unsubstituted or substituted with 1 to 4 R^{10} groups;

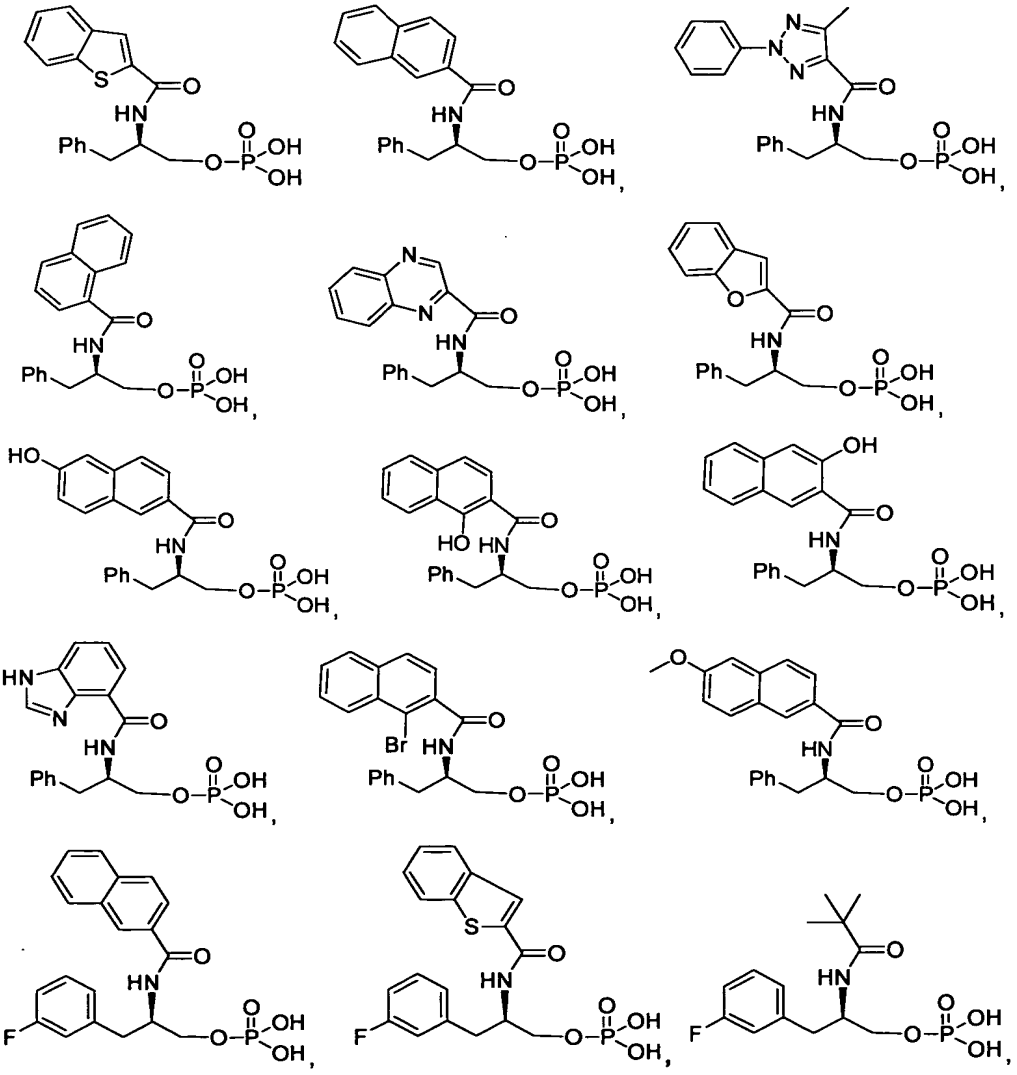
R^2 is $-P(O)(OR^4)_2$, wherein R^4 is an H or a C_1-C_{10} alkyl group that is unsubstituted or substituted with 1 to 4 R^{10} groups; and

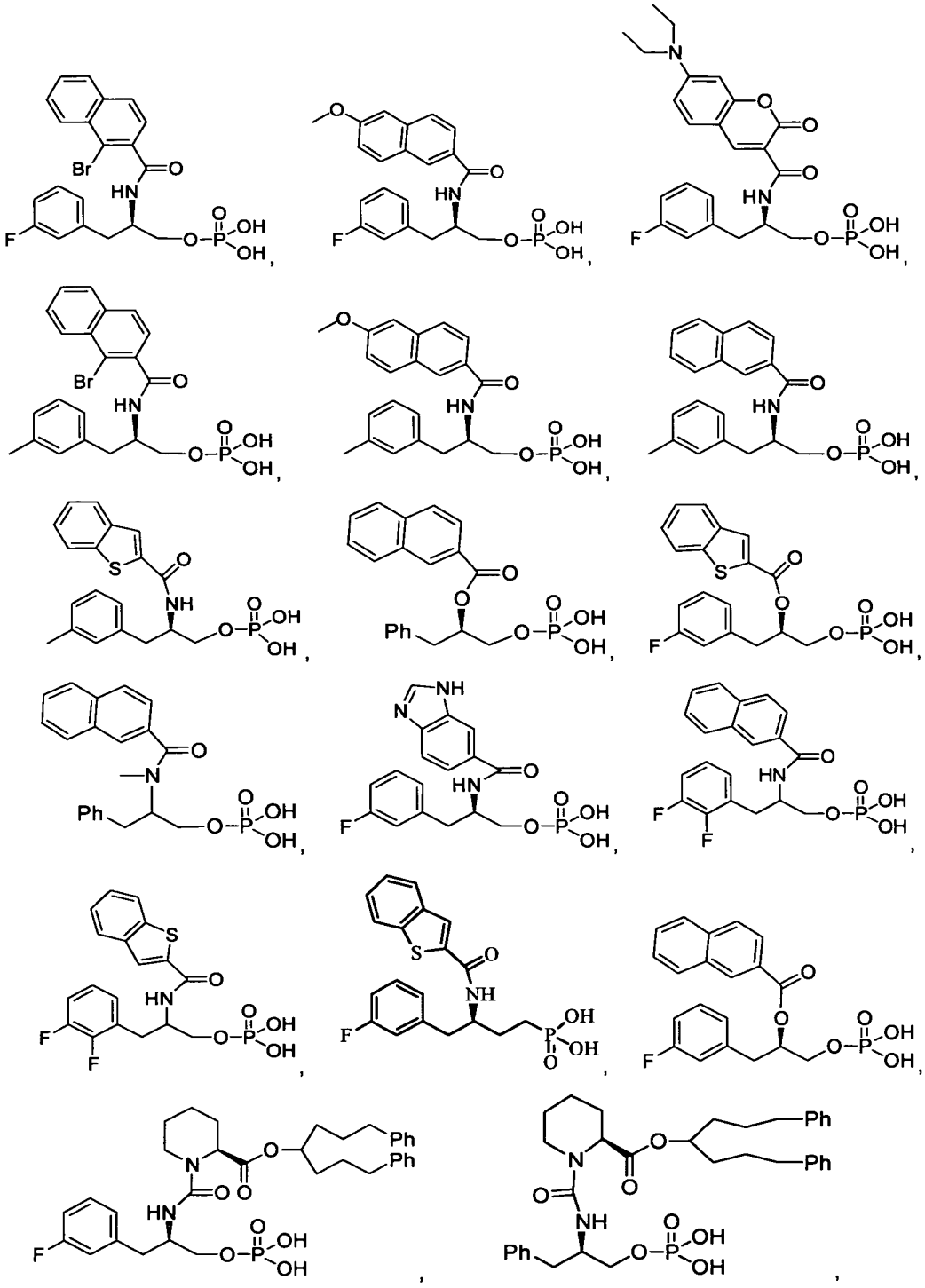
R^3 is a C_6-C_{10} aryl or 4-10 membered heteroaryl group unsubstituted or substituted with 1 to 4 R^{10} groups;

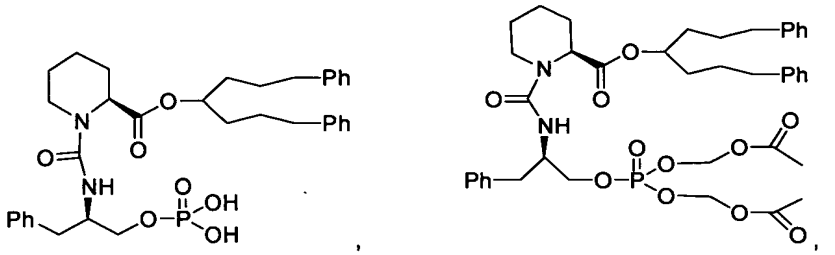
wherein each R^{10} is independently selected from halo, amino, =O, =S, =NH, cyano, nitro, hydroxyl, -SH, haloalkyl, 2-10 membered heteroalkyl, C_1-C_6 alkoxy, C_1-C_{10} alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, $-C(O)_jR^a$, $-OC(O)_jR^d$, $-OC(O)OC(O)R^d$, -OOH, $-C(NR^d)NR^bR^c$, $-NR^dC(NR^e)NR^bR^c$, $-NR^dC(O)_jR^b$, $-C(O)NR^bR^c$, $-C(O)NR^dCOR^b$, $-OC(O)NR^bR^c$, $-NR^bR^c$, $-NR^dOR^c$, $-C(S)NR^bR^c$, $-NR^dC(S)NR^bR^c$, $-NR^dC(O)NR^bR^c$, -OSH, $-S(O)_jR^b$, $-OS(O)_jR^b$, $-SC(O)R^b$, $-S(O)_jC(O)OR^b$, $-SCOR^d$, $-NR^dSR^c$, $-SR^b$, $-NHS(O)_jR^b$, $-COSR^b$, $-C(O)S(O)_jR^b$, $-CSR^b$, $-CS(O)_jR^b$, -C(SO)OH, $-C(SO)_2OH$, $-NR^dC(S)R^c$, $-OC(S)R^b$, -OC(S)OH, $-OC(SO)_2R^b$, $-S(O)_jNR^bR^c$, $-SNR^bR^c$, $-S(O)NR^bR^c$, $-NR^dCS(O)_jR^c$, $-C(O)_j(CH_2)_tNR^d$-(4-10 membered heteroaryl), $-C(O)_j(CH_2)_tNR^d$(4-10 membered heterocycloalkyl), $-(CR^dR^e)_tCN$, $-(CR^d\ R^e)_t$(C_3-C_{10} cycloalkyl), $-(CR^dR^e)_t$(C_6-C_{10} aryl), $-(CR^dR^e)_t$(4-10 membered heterocycloalkyl), $-(CR^dR^e)_t$(4-10 membered heteroaryl), $-(CR^dR^e)_qC(O)(CR^dR^e)_t$($C_3$-$C_{10}$ cycloalkyl), $-(CR^dR^e)_qC(O)(CR^dR^e)_t$($C_6$-$C_{10}$ aryl), $-(CR^dR^e)_qC(O)(CR^dR^e)_t$(4-10 membered heterocycloalkyl), $-(CR^dR^e)_qC(O)(CR^dR^e)_t$(4-10 membered heteroaryl), $-(CR^dR^e)_tO(CR^dR^e)_q$(C_3-C_{10} cycloalkyl), $-(CR^dR^e)_tO(CR^dR^e)_q$(C_6-C_{10} aryl), $-(CR^dR^e)_tO(CR^dR^e)_q$(4-10 membered heterocycloalkyl), $-(CR^dR^e)_tO(CR^dR^e)_q$(4-10 membered heteroaryl), $-(CR^dR^e)_qSO_2(CR^dR^e)_t$($C_3$-$C_{10}$ cycloalkyl), $-(CR^dR^e)_qSO_2(CR^dR^e)_t$($C_6$-$C_{10}$ aryl), $-(CR^dR^e)_qSO_2(CR^dR^e)_t$(4-10 membered heterocycloalkyl), and $-(CR^dR^e)_qSO_2(CR^dR^e)_t$(4-10 membered heteroaryl), wherein R^a is selected from the group consisting of halo, hydroxyl, $-NR^dR^e$, C_1-C_{10} alkyl, haloalkyl, C_1-C_6 alkoxyl, R^b and R^c are independently selected from H, C_1-C_{10} alkyl, $-(CR^dR^e)_t$(C_3-C_{10} cycloalkyl), $-(CR^dR^e)_t$(C_6-C_{10} aryl), $-(CR^dR^e)_t$(4-10 membered heterocycloalkyl), and $-(CR^dR^e)_t$(4-10 membered heteroaryl), R^d and R^e are independently H or

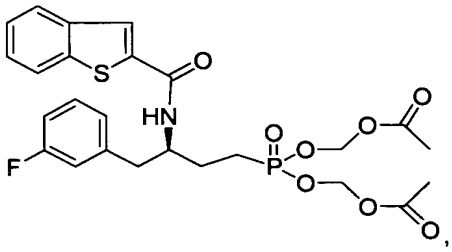
C_1-C_6 alkyl, j is an integer from 0 to 2, q and t are each independently an integer from 0 to 5, and 1 or 2 ring carbon atoms of the cyclic moieties of the foregoing R^{10} groups are unsubstituted or substituted with =O, and the alkyl, alkenyl, alkynyl, aryl and cyclic moieties of the foregoing R^{10} groups are unsubstituted or substituted with 1 to 3 substituents independently selected from halo, =O, cyano, nitro, $-(CR^dR^e)_tCN$, haloalkyl, 2-10 membered heteroalkyl, $-OR^b$, $-C(O)_jR^b$, $-NR^dC(O)R^b$, $-C(O)NR^bR^c$, $-NR^bR^c$, $-NR^bOR^c$, $-NR^dC(O)_jNR^bR^c$, $-NR^dC(O)_jR^bR^c$, $-OC(O)_jR^b$, $-OC(O)NR^bR^c$, $-SR^d$, C_1-C_{10} alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, $-(CR^dR^e)_t(C_3$-C_{10} cycloalkyl), $-(CR^dR^e)_t(C_6$-C_{10} aryl), $-(CR^dR^e)_t$(4-10 membered heterocycloalkyl), $-(CR^dR^e)_t$(4-10 membered heteroaryl), $-(CR^dR^e)_t(C_6$-C_{10} aryl)-(C_1-C_6 alkyl); and wherein t, R^b, R^c, R^d, R^e are as defined above.

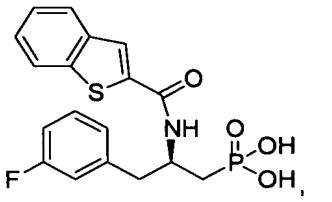
6. A compound selected from the group consisting of:

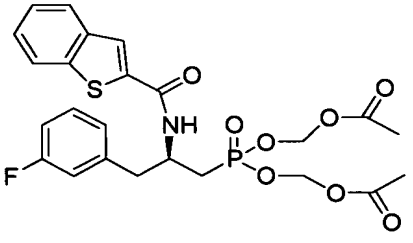












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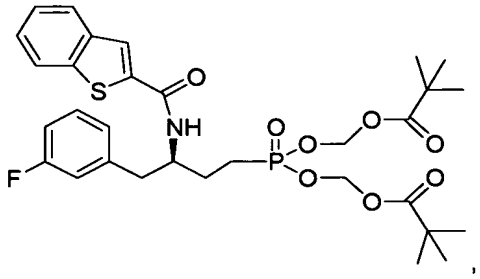

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or a pharmaceutically acceptable salt thereof.

7. A pharmaceutical composition comprising: a therapeutically effective amount of an agent selected from the group consisting of compounds, prodrugs, metabolites, and salts as defined in claim 1; and a pharmaceutically acceptable carrier.

8. A method of treating a mammalian disease condition mediated by PIN1 activity, comprising administering to a mammal in need thereof a therapeutically effective amount of a compound, pharmaceutically acceptable prodrug, pharmaceutically active metabolite, or pharmaceutically acceptable salt as defined in claim 1.

9. A method according to claim 8, wherein the mammalian disease condition is associated with hypertension, inappropriate cell proliferation, infectious diseases, or neurodegenerative brain disorders.